

Law Offices of

CHAPMAN AND CUTLER LLP

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May 15, 2006

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 26341-C FILED

MAY 15 '06

12-09 PM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company  
Leveraged Lease Financing  
BNSF 2006-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BNSF 2006-G), dated as of May 17, 2006, between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2006-G Statutory Trust (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2006-G), dated as of May 17, 2006, between BNSF Railway Company, as lessee (the "Lessee") and U.S. Bank Trust National Association, as Owner Trustee, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank Trust National Association  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City Utah 84111  
Attention: Corporate Trust Department

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 661 Covered Hopper Cars bearing the reporting marks within the series BNSF 480979 through BNSF 483142 and 130 Aluminum Rapid Discharge Coal Cars bearing the reporting marks within the series BNSF 652575 through BNSF 699625; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2006-G) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2006-G Statutory Trust and Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

A fee of thirty-three dollars (\$33.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A****UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
Covered Hopper Cars	661	BNSF 480979 through BNSF 480981, inclusive BNSF 480983 BNSF 481143 BNSF 481153 BNSF 481159 through BNSF 481161, inclusive BNSF 481164 through BNSF 481199, inclusive BNSF 482294 BNSF 482440 through BNSF 482443, inclusive BNSF 482448 BNSF 482452 through BNSF 482455, inclusive BNSF 482460 BNSF 482500 through BNSF 482525, inclusive BNSF 482527 through BNSF 482532, inclusive BNSF 482534 through BNSF 482549, inclusive BNSF 482551 through BNSF 482555, inclusive BNSF 482557 through BNSF 482681, inclusive BNSF 482684 through BNSF 482702, inclusive BNSF 482706 through BNSF 482707, inclusive BNSF 482710 BNSF 482712 through BNSF 482713, inclusive BNSF 482715 through BNSF 482873, inclusive BNSF 482875 through BNSF 482886, inclusive BNSF 482890 BNSF 482894 BNSF 482896

EQUIPMENT	QUANTITY	REPORTING MARKS
		BNSF 482902 through BNSF 482962, inclusive BNSF 482964 through BNSF 483025, inclusive BNSF 483027 through BNSF 483073, inclusive BNSF 483075 through BNSF 483084, inclusive BNSF 483086 through BNSF 483118, inclusive BNSF 483120 through BNSF 483125, inclusive BNSF 483127 through BNSF 483129, inclusive BNSF 483131 through BNSF 483132, inclusive BNSF 483134 BNSF 483136 BNSF 483139 through BNSF 483140, inclusive BNSF 483142
Aluminum Rapid Discharge Coal Cars	130	BNSF 652575 through BNSF 652699, inclusive BNSF 699621 through BNSF 699625, inclusive

MAY 15 '06

12-09 PM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2006-G)**

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of May 17, 2006, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") of the BNSF 2006-G Statutory Trust, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

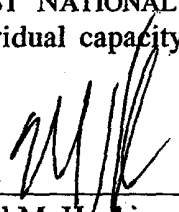
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2006-G), dated as of May 1, 2006 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2006-G), dated May 17, 2006, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By   
Name: Michael M. Hopkins  
Title: Vice President

Executed on this 5<sup>th</sup> day of May, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this \_\_\_\_ day of May, 2006.

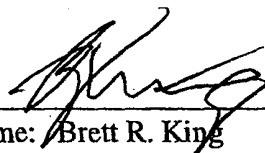
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By \_\_\_\_\_  
Name: Michael M. Hopkins  
Title: Vice President

Executed on this \_\_\_\_ day of May, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this <sup>5<sup>th</sup></sup> day of May, 2006.

STATE OF CONNECTICUT     )  
                                      )  
COUNTY OF HARTFORD     )     SS.:

On this, the 5 day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on May 5, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
Name: SUSAN P. McNALLY  
Notary Public NOTARY PUBLIC  
My Commission Expires: MY COMMISSION EXPIRES MARCH 31, 2010  
Residing in Connecticut

STATE OF UTAH                )  
                                      )  
COUNTY OF SALT LAKE     )     SS.:

On this, the \_\_\_\_ day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on May \_\_\_\_, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



STATE OF CONNECTICUT     )  
  )  
COUNTY OF HARTFORD     )     SS.:

On this, the \_\_\_\_ day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on May \_\_\_\_, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

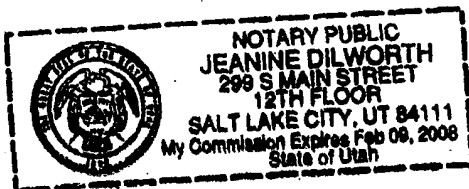
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF UTAH             )  
  )  
COUNTY OF SALT LAKE     )     SS.:

On this, the 5<sup>th</sup> day of May, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on May 5, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Jeanine Dilworth  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

# EXHIBIT A

## UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	661	BNSF 480979 through BNSF 480981, inclusive BNSF 480983 BNSF 481143 BNSF 481153 BNSF 481159 through BNSF 481161, inclusive BNSF 481164 through BNSF 481199, inclusive BNSF 482294 BNSF 482440 through BNSF 482443, inclusive BNSF 482448 BNSF 482452 through BNSF 482455, inclusive BNSF 482460 BNSF 482500 through BNSF 482525, inclusive BNSF 482527 through BNSF 482532, inclusive BNSF 482534 through BNSF 482549, inclusive BNSF 482551 through BNSF 482555, inclusive BNSF 482557 through BNSF 482681, inclusive BNSF 482684 through BNSF 482702, inclusive BNSF 482706 through BNSF 482707, inclusive BNSF 482710 BNSF 482712 through BNSF 482713, inclusive BNSF 482715 through BNSF 482873, inclusive BNSF 482875 through BNSF 482886, inclusive BNSF 482890 BNSF 482894 BNSF 482896

EQUIPMENT	QUANTITY	REPORTING MARKS
		BNSF 482902 through BNSF 482962, inclusive BNSF 482964 through BNSF 483025, inclusive BNSF 483027 through BNSF 483073, inclusive BNSF 483075 through BNSF 483084, inclusive BNSF 483086 through BNSF 483118, inclusive BNSF 483120 through BNSF 483125, inclusive BNSF 483127 through BNSF 483129, inclusive BNSF 483131 through BNSF 483132, inclusive BNSF 483134 BNSF 483136 BNSF 483139 through BNSF 483140, inclusive BNSF 483142
Aluminum Rapid Discharge Coal Cars	130	BNSF 652575 through BNSF 652699, inclusive BNSF 699621 through BNSF 699625, inclusive